

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RO Associates Incorporated		11/30/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	GVEC Resource IV Inc.
Street Address:	1 Park Plaza, Suite 550
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	CORPORATION: VIRGIN ISLANDS, BRITISH

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2708076	QUATTROVERTER
Registration Number:	2482111	SUPERVERTER
Registration Number:	2281762	MEGAVERTER
Registration Number:	2281572	UNIVERTER
Registration Number:	1694114	μ VERTER
Registration Number:	1951638	NANOVERTER
Registration Number:	1914092	PICOVERTER
Registration Number:	1711279	MICROVERTER

CORRESPONDENCE DATA

Fax Number: (202)662-4643

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-662-0200

Email: wotrademark@fulbright.com

Correspondent Name: Tara M. Vold

Address Line 1: 801 Pennsylvania Avenue, N.W.

TRADEMARK

REEL: 003675 FRAME: 0237

900093795

OP \$215.00 2708076

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	10713448/RO ASSOCIATES
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NAME OF SUBMITTER:	Tara M. Vold
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Signature:	/TMV/
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Date:	12/10/2007
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<p>Total Attachments: 4 source=RO Associates Incorporated#page1.tif source=RO Associates Incorporated#page2.tif source=RO Associates Incorporated#page3.tif source=RO Associates Incorporated#page4.tif</p>

TRADEMARK SECURITY AGREEMENT

EMRISE Corporation, a Delaware corporation, RO Associates Incorporated, a California corporation and EMRISE Electronics Corporation, a New Jersey corporation (collectively, "Grantor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grant to GVEC Resource IV Inc., a company organized and existing under the laws of the British Virgin Islands, as agent for and representative of (in such capacity herein called "Secured Party") the financial institutions ("Lenders") party to that certain Credit Agreement, entered into by and among the Grantor, Agent, and Lenders, dated as of November 30, 2007 (the "Credit Agreement"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Obligations of Grantor under the Credit Agreement and as set out in that certain Security Agreement dated as of November 30, 2007, by and among Grantor and Secured Party and others (the "Agreement").

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the works of authorship, trademarks, trademark registrations and recordings, and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed as of November 30, 2007.

GRANTOR:

EMRISE CORPORATION, a Delaware corporation

By: D. John
Name: D. John Donavan
Title: v.p., Finance & Administration

RO ASSOCIATES INCORPORATED,
a California corporation

By: D. John
Name: D. John Donavan
Title: Secretary & Treasurer

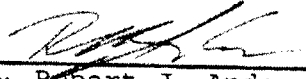
EMRISE ELECTRONICS CORPORATION, a New Jersey corporation

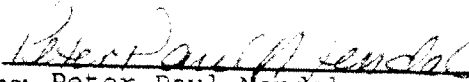
By: D. John
Name: D. John Donavan
Title: Secretary & Treasurer

[Signature page to Trademark Security Agreement]

ACCEPTED BY SECURED PARTY:

GVEC RESOURCE IV INC., as Agent

By: 
Name: Robert J. Anderson
Title: Authorized Signatory

By: 
Name: Peter Paul Mendel
Title: Authorized Signatory

[Signature page to Trademark Security Agreement]

COPY

Schedule A to
TRADEMARK SECURITY AGREEMENT
Trademarks

REDACTED

RO Associates Incorporated:

<u>Mark</u>	<u>Jurisdiction</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Issue Date</u>
QUATTROVERTER	US	78106259	2708076	4/15/2003
SUPERVERTER	US	7673243	2482111	8/28/2001
MEGAVERTER	US	75582640	2281762	9/28/1999
UNIVERTER	US	75544651	2281572	9/28/1999
u VERTER	US	74137284	1694114	6/16/1992
NANOVERTER	US	74230586	1951638	1/23/1996
PICOVERTER	US	74230585	1914092	8/22/1995
MICROVERTER	US	74137282	1711279	9/1/1992

REDACTED